

RECEIPT # 55798
AMOUNT \$ 150
SUMMONS ISSUED —
LOCAL RULE 4.1 —
WAIVER FORM —
MCF ISSUED —
BY DPTY CLK. 78
DATE 5-11-04

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

MAY 10 P 3:13

U.S. DISTRICT COURT
DISTRICT OF MASS

ELV ASSOCIATES, INC.,

Plaintiffs,

v.

PARK OFFICE PROPERTIES II, LLC,

Defendant.

CIVIL ACTION NO.

04-10930 RGS

MAGISTRATE JUDGE Alexander

NOTICE OF REMOVAL

TO: THE JUDGES OF THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

Pursuant to 28 U.S.C. §1441, defendant Park Office Properties II, LLC ("Park Office Properties") hereby petitions this Honorable Court for removal of this action from the Superior Court of the Commonwealth of Massachusetts for Suffolk County to the United States District Court for the District of Massachusetts, based on the following:

1. Park Office Properties is the sole defendant in a civil action brought against it in the Superior Court of the Commonwealth of Massachusetts for the County of Suffolk entitled ELV Associates, Inc. v. Park Office Properties II, LLC, Civil Action No. 04-1526-A (the "state court action"). Copies of the Summons, Verified Complaint, and Memorandum in Support of Plaintiff's Motion of Approval of Memorandum of Lis Pendens are attached hereto as Exhibit A and constitute all processes, pleadings, and orders served upon Park Office Properties in the state court action to the present date.

2. The Complaint in the state court action was filed with the Clerk of the Court for the Massachusetts Superior Court of Suffolk County on or about April 9, 2004.

3. Park Office Properties was served with the Complaint on April 12, 2004. This Notice of Removal is filed within thirty (30) days after service of such process and is timely filed under 28 U.S.C. §1446(b).

4. A copy of this Notice and a separate Notice of Removal addressed to the state court have, on this date, been served by hand on plaintiff's counsel and will be delivered today, by hand, to the Suffolk Superior Court for filing pursuant to 28 U.S.C. §1446(d). A certified copy of this Notice of Removal also will be filed with the state court.

5. Pursuant to Local Rule 81.1(a), Park Office Properties will file certified or attested copies of all records and proceedings in the state court action and certified or attested copies of all docket entries therein, including a copy of this Notice of Removal, with this Court within thirty (30) days after filing of this Notice.

6. Pursuant to Local Rules 3.1 and 4.5 of this Court, a Civil Action Cover Sheet, Civil Category Sheet and filing fee of \$150.00 are enclosed with this Notice of Removal.

7. This Court has original jurisdiction over the state court action pursuant to 28 U.S.C. § 1332.

a. There is complete diversity of citizenship between the parties. Plaintiff ELV Associates, Inc. ("ELV") is a corporation organized and existing under the laws of the State of Delaware with its principle place of business located at 70 Long Wharf, Boston, Massachusetts. Park Office Properties is limited liability company organized and

existing under the laws of the State of Georgia¹ with its principle place of business located at 3520 Piedmont Road, NE, Suite 410, Atlanta, Georgia.

b. As set forth in the Complaint, ELV seeks specific performance of an alleged contractual agreement for the purchase and sale of real property for a price of \$15,250,000. Thus, the amount in controversy in this action exceeds \$75,000.

WHEREFORE, Park Office Properties respectfully requests that this action be removed to the United States District Court for the District of Massachusetts.

¹ Note that the Complaint incorrectly alleges that Park Office Properties is organized and exists under the laws of Delaware.

PARK OFFICE PROPERTIES II, LLC

By its attorney,

A handwritten signature in black ink, appearing to read 'C. Perez-Albuerne', written over a horizontal line.

Carlos Perez-Albuerne (BBO #640446)
CHOATE, HALL & STEWART
Exchange Place, 53 State Street
Boston, Massachusetts 02109
(617) 227-5020

OF COUNSEL:

William M. Droze
Vincent C. Bushnell
Troutman Sanders, LLP
Bank of America Plaza
600 Peachtree Street, N.E.
Suite 5200
Atlanta, Georgia 30308-2216
(404) 885-3000

Date: May 10, 2004